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November 16, 2015

By Hand Delivery and ECFS

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Accepted / Filed

NOV 16 2015

Federal Communications Commission
Office of the Secretary

Re: MB Docket No. 15-149
Response of Liberty Interactive Corporation to Commission's
Information and Data Request

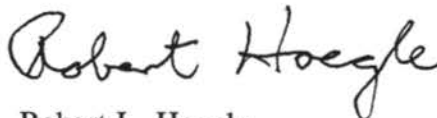
Dear Ms. Dortch:

Enclosed is a copy of the initial Response of Liberty Interactive Corporation to the Commission's Information and Data Request, dated November 2, 2015, in the above-referenced docket. The Response includes Schedules 2(e) and 17.

Also enclosed is a disc containing Document Nos. LIN-0000001-0000355 and the accompanying Spreadsheet for Liberty Interactive's Production.

Please contact me if you have any questions regarding this Response.

Very truly yours,



Robert L. Hoegle

RLH:kjk
Enclosures

cc: Vanessa Lemme (via E-Mail Vanessa.Lemme@fcc.gov)
Jessica L. Campbell (via E-Mail Jessica.Campbell@fcc.gov)

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**RESPONSE OF LIBERTY INTERACTIVE CORPORATION TO
INFORMATION AND DATA REQUEST, DATED NOVEMBER 2, 2015**

REQUEST

1. *Provide all documents and communications (except documents solely relating to environmental, tax, human resources, OSHA, or ERISA issues) relating to the proposed Transaction and provide:*
 - a. *a timetable for each Transaction, a description of all actions that must be taken prior to consummation of each Transaction, and any harm that will result if the Transactions are not consummated;*
 - b. *a description of (including the rationale for, and identification of all documents directly or indirectly used to prepare the Company's response to this sub-part) all plans for changes in the Company's operations, structure, policies, strategies, corporate goals, financing, business, officers, executives or any other area of corporate activity as a result of the Transaction; and*
 - c. *a description of any other terms or conditions of the Transaction that are not reflected in the Transaction agreements between the parties.*

Response to Request No. 1(a):

In response to this Request, Liberty Interactive refers to the response of Charter Communications, Inc. ("Charter") to Request No. 100(a) of the Commission's Information and Data Request directed to Charter, dated September 21, 2015, for a description of the Transaction and certain conditions to which the Transaction is subject.

In connection with the Transaction, Liberty Interactive entered into certain "Investment Agreements," an "Assignment," "Charter Contribution Agreement," and a "Proxy Agreement."¹ These agreements are described in the Form 8-K Current Report, filed by Liberty Interactive on May 29, 2015 ("May 29 8-K").² The May 29 8-K also describes transactions to be undertaken to effectuate, or pursuant to, the above agreements.

Pursuant to the Investor Agreements and Assignment, Liberty Interactive ("Liberty") has subscribed for \$2.4 billion of the Liberty Broadband Series C Shares, which is described in the May 29 8-K as follows:

¹ Copies of these agreements were annexed to the Form 8-K Current Report filed by Liberty Broadband Corporation on May 29, 2015. Liberty Broadband has submitted copies of those agreements with its Response to the Commission's Request for Information and Data as follows: Investment Agreements (LBR-0012285-0012316); Amended and Restated Assignment and Assumption Agreement (LBR-0012370-0012379); Contribution Agreement (LBR-0012265-0012274); Proxy and Right of First Refusal Agreement (LBR-0012275-0012284)

² The May 29 8-K is available at: http://www.sec.gov/Archives/edgar/data/1355096/000110465915042086/a15-13091_18k.htm. Liberty Interactive also is producing copies of the May 29 8-K and the exhibit thereto with this Response.

Pursuant to the Investor Agreements and the Assignment, subject to the satisfaction of certain conditions (including the satisfaction of each of the closing conditions set forth in the Mergers Agreement and the closing of the transactions contemplated by the Charter Investment Agreement), the Investors will subscribe for newly issued shares of LBC's Series C common stock (the "LBC Series C Shares"), at a price of \$56.23 per share and an aggregate purchase price of \$4.4 billion (the "LBC Investment"). Pursuant to the Investment Agreement and Assignment entered into by Liberty, Liberty has subscribed for \$2.4 billion of such LBC Series C Shares at such per share purchase price.

The Liberty Broadband Series C Shares are described in the Definitive Proxy Statement, filed by Liberty Broadband on August 11, 2015 with the Securities and Exchange Commission, which it supplemented on September 11, 2015.

Liberty Interactive also entered into the Charter Contribution Agreement with Charter, Liberty Broadband, New Charter, and Merger Sub 1. Liberty Interactive will exchange in a tax-free transaction a number of shares of Time Warner Cable common stock for shares of Merger Sub 1, which will ultimately result in Liberty Interactive receiving one share of Class A common stock of New Charter for each share of Time Warner Cable common stock exchanged by Liberty Interactive, subject to certain limitations. Liberty Interactive will be entitled to exchange up to 110% of the number of shares of Time Warner Cable common stock which it held as of May 23, 2015.

Liberty Interactive also entered into the Proxy Agreement pursuant to which, in connection with the Transaction, Liberty Interactive will grant to Liberty Broadband an irrevocable proxy to vote all New Charter Shares owned beneficially or of record by Liberty Interactive following such closing ("LIC Proxy Shares"). The Proxy Agreement provides that Liberty Broadband may not vote the LIC Proxy Shares on certain reserved matters and provides that it will terminate no later than the fifth anniversary of the closing of the Transaction. For so long as the Proxy Agreement is in effect, Liberty Broadband will have a right of first refusal to purchase all or any portion of the LIC Proxy Shares that Liberty Interactive proposes to transfer, provided that certain transfers are excluded.

Liberty Interactive refers to Charter's response to Request No. 100(a) at 337-339 for a summary of "any harm that will result if the Transactions are not consummated."

Response to Request No. 1(b):

As set forth in Charter's response to Request No. 100(b), Liberty Interactive is unaware of any final plans responsive to this Request. To the extent that the agreements set forth in the response to Subpart (a) refer to future action, Liberty Interactive also refers to that response.

Response to Request No. 1(c):

There are no terms or conditions of the Transaction that are not reflected in the Transaction agreements between and among the parties.

REQUEST

2. *For each entity in which you own 5% or more of the issued and outstanding stock of any class (or other ownership interest), or in which you otherwise have an Attributable Interest, provide the following:*
 - a. *The name of the entity;*
 - b. *The lines of business of the entity;*
 - c. *The executive officers of the entity;*
 - d. *The individuals and entities that have an Attributable Interest in the entity;*
 - e. *The directors of the entity before and after the Transaction including:*
 - i. *A brief biography of each director; and*
 - ii. *The length of the director's term on the board;*
 - f. *The monetary value of the holdings as a fraction of the value of the issued and outstanding stock of the entity; (for partnerships and limited liability companies, provide the monetary value of the holdings as a fraction of the total capitalization of the entity);*
 - g. *For each class of stock or other ownership interest owned, provide the following:*
 - i. *The entity owning the stock, limited liability company membership interest or partnership interest, as applicable;*
 - ii. *The voting rights of the shares as a fraction of total voting rights, membership interests or partnership interests, as applicable; and*
 - h. *A description of any conversion rights or other rights that may affect voting rights of the stock, membership interests or partnership interests, as applicable; and if the entity is a partnership or limited liability company, provide the foregoing information for every partner that holds an Attributable Interest.*

Response to Request No. 2:

The Commission staff has confirmed that the entities that are subject to this Request are limited to multichannel video programming distributors, video programmers, and OTT/OVD programmers or distributors. Liberty Interactive has an ownership interest of 5% or more in HSN, Inc. ("HSN") and QVC, Inc. ("QVC").

With respect to its ownership interest in HSN, Liberty Interactive provides the following information:

- (a) HSN, Inc.
- (b) HSN is an interactive multi-channel retailer with two operating segments, HSN and Cornerstone Brands. HSN offers retail services on television, online, mobile, in catalogs, and in stores. Cornerstone Brands includes leading home and apparel lifestyle brands.
- (c) The executive officers of HSN are:
 - (i) Mindy Grossman, Chief Executive Officer and Director;
 - (ii) Judy A. Schmeling, Chief Operating and Chief Financial Officer;
 - (iii) William C. Brand, President, HSN and Chief Marketing Officer, HSNi;
 - (iv) Jeffrey C. Kuster, President, Cornerstone Brands, Inc.;
 - (v) Gregory J. Henchel, Chief Legal Officer and Secretary; and
 - (vi) Maria Martinez, Chief Human Resources Officer.
- (d) In addition to the executive officers and directors of HSN, Liberty Interactive holds a 38% interest in HSN, Inc. through a subsidiary.
- (e) See attached Schedule 2(e).
- (f)-(g) Liberty Interactive has a 38% ownership interest in HSN.
- (h) The Form 10-K Annual Report for HSN, Inc., filed February 26, 2015, describes at 58-59 certain provisions in the Spinco Assignment and Assumption Agreement, dated as of August 20, 2008, regarding representation on the Board of Directors, limitations on the acquisition of beneficial ownership of equity securities, certain rights to competing offers. These provisions are summarized at LIN0000204-0000208.

With respect to its ownership interest in QVC, Liberty Interactive provides the following information:

- (a) QVC, Inc.

- (b) QVC markets and sells consumer products through live televised shopping programs and through its websites and other interactive media, including QVC.com.
- (c) The executive officers of QVC are:
 - (i) Michael A. George, President and Chief Executive Officer (Principal Executive Officer); and
 - (ii) Thaddeus J. Jastrzebski, Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer).
- (d) In addition to the positional interests of its executive officers, QVC is a wholly owned subsidiary of Liberty Interactive.
- (e) QVC is a "close corporation" under Delaware law and, as such, QVC's stockholder, Liberty QVC Holdings, LLC, which is an indirect wholly owned subsidiary of Liberty Interactive, rather than a board of directors, manages QVC's business.
- (f)-(h) QVC is a wholly owned subsidiary of Liberty Interactive.

REQUEST

- 3. *List and describe all voting and non-voting securities, membership and partnership interests, as applicable, to be acquired by you in the Transaction:*
 - a. *List the total number of shares of each class of security;*
 - b. *List the total number of shares of each class of security being acquired;*
 - c. *Provide the identity of Persons acquiring securities;*
 - d. *Provide the total number of each class of securities to be held as a result of the Transaction; and*
 - e. *For the securities, membership and partnership interests to be acquired, describe any conversion rights or other rights that may affect the voting rights of the stock.*

Response to Request No. 3(a)-(d):

Upon consummation of the Transaction, including the rollover of Liberty Interactive shares of Time Warner Cable, Inc. stock into shares of New Charter common stock, Liberty Interactive will own, of record, approximately 1.7% - 1.9% of the common stock of New Charter.³ (See Response to Request No. 3(e).)

³ This range results from an option to Time Warner Cable stockholders in the Time Warner Cable merger. Time Warner Cable stockholders will have the option to select either of the following for each share of Time Warner Cable Stock: (a) \$100 in cash and New Charter Class A common stock equivalent to 0.5409 shares of Charter's

Response to Request No. 3(e):

As set forth in response to Request No. 1(a), Liberty Interactive has entered into a Proxy Agreement with Liberty Broadband pursuant to which Liberty Interactive will grant to Liberty Broadband an irrevocable proxy to vote all New Charter Shares owned beneficially or of record by Liberty Interactive following such closing ("LIC Proxy Shares"). The Proxy Agreement provides that Liberty Broadband may not vote the LIC Proxy Shares on certain reserved matters and provides that it will terminate no later than the fifth anniversary of the closing of the Transaction. For so long as the Proxy Agreement is in effect, Liberty Broadband will have a right of first refusal to purchase all or any portion of the LIC Proxy Shares that Liberty Interactive proposes to transfer, provided that certain transfers are excluded.

REQUEST

4. *Describe in detail John Malone's ownership, control (whether de jure, de facto or negative), or management of Charter, Time Warner Cable, DIRECTV, Liberty Media, Liberty Broadband, Liberty Interactive, Liberty Cablevision of Puerto Rico, Liberty Global, Liberty Ventures Group, Discovery Communications, Starz, New Charter and any other MVPDs and programmers not listed herein for which he owns an interest. For each entity in which John Malone manages, controls, or has an ownership interest, please describe: (i) the nature and extent of the ownership interest and all board representation, management rights, voting rights, veto rights, or veto power; and (ii) all effects that the proposed Transaction, if consummated, would have on the interests described in response to (i).*

Response to Request No. 4:

Liberty Interactive refers to Liberty Broadband's response to Request No. 4, which provides the responsive information regarding Dr. Malone.

REQUEST

5. *For the companies listed in the Company's response to Information Request 4, provide all documents relating to the Company's current or future plans related to the acquisition or divestiture of ownership interests, whether partial or in full, in these entities and/or relating to any of the Company's Attributable Interest holder's current or future plans related to the acquisition or divestiture of ownership interests, whether full or partial in these companies.*

existing Class A common stock, or (b) \$115 in cash and New Charter Class A common stock equivalent to 0.4562 shares of Charter's existing Class A common stock. Thus, the percentage of New Charter stock that Liberty Interactive will hold after consummation of the Transaction will depend upon the elections made by Time Warner Cable stockholders. The above percentages (as well as the other ownership percentages of New Charter described herein) assume a full exchange of the units of the New Charter operating partnership to be held by Advance/Newhouse into shares of New Charter common stock.

Response to Request No. 5:

Consistent with discussions with the Commission staff, Liberty Interactive presently is reviewing its files for documents potentially responsive to this Request. Liberty Interactive will supplement its response promptly upon completing such review.

REQUEST

6. *Provide all documents relating to any:*

- a. financial or management relationships between you and Discovery Communications, Starz, or any other programmer in which you have an Attributable Interest, including all Affiliates and Subsidiaries, or any technical, management, administrative, or other services provided by you to Discovery Communications, Starz, or any other programmer in which you have an Attributable Interest relating to the media-related activities of such programmers; and
- b. involvement of John Malone or other Company officers, directors, or employees in the management or operation of Discovery Communications, Starz, or any other programmer in which you have an Attributable Interest, including, but not limited to: (1) decisions or discussions regarding which programming is presented by the programmer; (2) whether to distribute, not distribute, or stop distributing any Video Programming to any MVPD or OVD; (3) budget development or operation of Video Programming services; (4) hiring, firing, or supervising of employees; or (5) assessing the performance of any Video Programming distributed, or licensed to other distributors.

Response to Request No. 6:

Consistent with discussions with the Commission staff, Liberty Interactive presently is reviewing its files for documents potentially responsive to this Request. Liberty Interactive will supplement its response promptly upon completing such review.

REQUEST

7. *Provide all documents discussing plans to provide the Video Programming affiliated with the Company or any of its directors, including Discovery, Starz, Charter, New Charter, or any other programmer or MVPD in which the Company has an Attributable Interest, to unaffiliated OVDs, including, but not limited to: (1) the minimum viable scale necessary for OVD entry; (2) the time required to roll out the OVD service and the steps taken or additional steps that the Company would need to take to launch the service; (3) all effects that the Transaction, if consummated, would have on these plans; and (4) presentations to management committees, executive committees, and boards of directors. For regularly prepared budgets and financial projections, the Company need only*

provide one copy of final year-end documents for each year and cumulative year-to-date documents for the current year.

Response to Request No. 7:

Consistent with discussions with the Commission staff, Liberty Interactive presently is reviewing its files for documents potentially responsive to this Request. Liberty Interactive will supplement its response promptly upon completing such review.

REQUEST

8. *Identify each instance in which the Company analyzed or considered introducing or acquiring an OVD service (including in-footprint service or out-of-footprint service, and any OVD service proposed or offered by Discovery Communications, Starz or any other programmer in which the Company has an Attributable Interest) and for each such instance:*
 - a. *describe the timing of the analysis or consideration;*
 - b. *describe the service, including content, projected prices, and customers to which it would be offered, including whether the intended customers would be existing customers, other customers within your footprint, and customers outside your footprint;*
 - c. *discuss any decision made and the reasons for the decision or factors considered;*
 - d. *identify all employees or agents of the Company involved in the analysis or consideration;*
 - e. *provide all documents related to the analysis and consideration; and*
 - f. *identify documents sufficient to support your answers for each (a), (b), (c), and (d) above.*

Response to Request No. 8:

Consistent with discussions with the Commission staff, Liberty Interactive presently is reviewing its files for information and documents potentially responsive to this Request. Liberty Interactive will supplement its response promptly upon completing such review.

REQUEST

9. *Submit all documents discussing: the CBS All Access service; Comcast's Stream service; DISH's Sling TV service; HBO Now; Sony Entertainment Network's Vue service; or any over-the-top video streaming service that may be offered by you.*

Response to Request No. 9:

Consistent with discussions with the Commission staff, Liberty Interactive presently is reviewing its files for documents potentially responsive to this Request. Liberty Interactive will supplement its response promptly upon completing such review.

REQUEST

10. Describe in detail, and produce and identify all documents relating to: (i) John Malone and your incentive and ability, or lack thereof, to take actions that conflict with or support New Charter's interests; and (ii) each one's incentive and ability to withhold programming or particular rights to distribute programming from other MVPDs or OVDs in order to favor or protect New Charter or to increase New Charter's sales.

Response to Request No. 10(i):

Liberty Interactive refers to the response of Liberty Broadband to this Request, which also is applicable to Liberty Interactive. Liberty Interactive also refers to the additional restrictions with respect to HSN set forth in the Spinco Assignment and Assumption Agreement, dated as of August 20, 2008. See Response to Request No. 2(h) regarding HSN.

Response to Request No. 10(ii):

Liberty Interactive refers to the response of Liberty Broadband to this Request, which also is applicable to Liberty Interactive. Liberty Interactive further notes that HSN and QVC distribute retail sales programming available through alternative distribution means.

* * *

Consistent with discussions with the Commission staff, Liberty Interactive presently is reviewing its files for documents potentially responsive to this Request. Liberty Interactive will supplement its response promptly upon completing such review.

REQUEST

11. Identify each instance, including the relevant dates, where an MVPD has discussed with you or any of your officers, directors, or executives raising, threatened to raise, or has raised, a program access complaint as a means to obtain the right to distribute video programming in which you or any of your officers, directors, or executives, or any entity sharing officers, directors, executives or attributable interest holders with New Charter, has an attributable interest or has distribution rights, including via VOD and PPV, and separately for each type of video programming (i.e., standard or high definition), describe:

- a. the nature of the dispute or issue;

- b. *the persons involved in the dispute; and*
- c. *how and whether the dispute or issue was resolved. To the extent the dispute was settled, explain whether the settlement required program access to the complaining party, and produce all documents relating to each instance identified, and any settlement thereof.*

Response to Request No. 11:

Consistent with discussions with the Commission staff, Liberty Interactive presently is reviewing its files for information and documents potentially responsive to this Request. Liberty Interactive will supplement its response promptly upon completing such review.

REQUEST

12. *The Applicants state that "there are a number of specific precautions in place to...ensure that Liberty Broadband and Advance/Newhouse cannot improperly influence New Charter." Public Interest Statement at 54. Describe in detail, and produce all documents relating to, reflecting, considering, or describing any "specific precautions" that will exist following the consummation of the transaction ensuring that:*

- a. *John Malone, Advance/Newhouse, and you cannot improperly influence New Charter; and*
- b. *John Malone, Advance/Newhouse, and you will not withhold, or cause the withholding of, programming from MVPDs or OVDs in order to favor or protect New Charter or increase New Charter's sales.*

Response to Request No. 12:

In responding to that portion of Request No. 10 regarding whether Liberty Interactive or Dr. Malone has the "ability" to take the posited actions, Liberty Interactive referred to the "specific precautions" that would exist after consummation of the transaction to ensure that either could not "improperly influence" New Charter. Liberty Interactive, again, refers to Liberty Broadband's Response to Request No. 10 as supplemented with respect to HSN.

REQUEST

13. *Submit all documents relating to any plans of, interest in, or efforts undertaken by the Company or any other person for any acquisition, divestiture, joint venture, alliance, or merger of any kind involving the sale of any relevant service other than the Transaction. Describe, and identify documents sufficient to show each instance when the Company attempted to partner with an MVPD to achieve joint objectives, including but not limited to, attempts to launch or deploy a coordinated or joint OVD service, business services, reciprocal access to Wi-Fi networks, out of home data access service, or mobile wireless*

service (e.g., sales agent, reseller, mobile virtual network operator). In the description, state the results of each instance and the reasons for its success or failure.

Response to Request No. 13:

Consistent with discussions with the Commission staff, Liberty Interactive presently is reviewing its files for documents potentially responsive to this Request. Liberty Interactive will supplement its response promptly upon completing such review.

REQUEST

- 14. Provide one copy of each related person transaction policy or procedure, including policies or procedures for Charter, Discovery, Liberty Broadband, Liberty Media, and Starz. For each policy and procedure, separately identify the persons, parties, or entities that are deemed related to John Malone and each director or officer of the Company.*

Response to Request No. 14:

Copies of the corporate governance policies and codes of conduct for the listed entities were produced by Liberty Broadband as Documents Nos. LBR-0012471-0012558. Liberty Interactive also refers to Schedule 14 of Liberty Broadband's Response to this Request which identifies those persons having positional interests in each of Discovery, Liberty Broadband, Liberty Interactive, Liberty Media, and Starz (directors and executive officers) and any stockholders having more than 5% of an entity's common stock (either voting or non-voting).

REQUEST

- 15. Provide all documents the Company has provided to the Department of Justice during the course of its investigation into the proposed Transaction. There is a continuing obligation to supplement responses to this information request as documents are provided to DOJ.*

Response to Request No. 15:

Liberty Interactive did not produce documents to the Department of Justice responsive to this Request.

REQUEST

- 16. Provide one copy of (and identify the Bates number of) each agenda, summary, or minutes of any meeting of the board of directors of the Company, and one copy of each presentation or other document provided to the board (except documents solely relating to environmental, tax, human resources, OSHA, or ERISA issues).*

Response to Request No. 16:

Consistent with discussions with the Commission staff, Liberty Interactive presently is reviewing its files for documents potentially responsive to this Request. Liberty Interactive will supplement its response promptly upon completing such review. Pursuant to agreement with the Commission staff, information in board materials which is unrelated to the Transaction or predecessor transactions, video programming services and OVDs or OTT distributors is being redacted.

REQUEST

- 17. Provide in Excel format, a chart listing the identity of each document cited in or used to support your narrative responses to each of the Information and Data Requests and for each document include the Information and Data Request number(s) for which it was used.*

Response to Request No. 17:

Liberty Interactive provides the requested information in Excel format in the annexed Schedule 17.

Brief Biographies of Directors of Liberty Interactive

Directors	Biography	Length of Term
Michael A. George	Mr. George has served as a director of Liberty Interactive since September 2011. He has served as the President of QVC, Inc. since November 2005 and as its Chief Executive Officer since April 2006. Mr. George also serves on the board of directors of several non-profit organizations. Mr. George previously held various positions with Dell, Inc. (Dell) from March 2001 to November 2005, most notably as the chief marketing officer and general manager of Dell's U.S. consumer business.	Until 2018
M. Ian G. Gilchrist	Mr. Gilchrist has served as a director of Liberty Interactive since July 2009. Mr. Gilchrist held various officer positions including Managing Director at Citigroup/Salomon Brothers from 1995 to 2008, CS First Boston Corporation from 1988 to 1995, and Blyth Eastman Paine Webber from 1982 to 1988 and served as a Vice President of Warburg Paribas Becker Incorporated from 1976 to 1982. Previously, he worked in the venture capital field and as an investment analyst.	Until 2016
Gregory B. Maffei	Mr. Maffei has served as a director of Liberty Interactive since November 2005, and as the President and Chief Executive Officer of Liberty Interactive since February 2006. He also served as Liberty Interactive's CEO-Elect from November 2005 through February 2006. Mr. Maffei has served as the President and Chief Executive Officer of Liberty Media Corporation (including its predecessor) since May 2007, Liberty TripAdvisor Holdings, Inc. since July 2013 and Liberty Broadband Corporation since June 2014. Prior thereto, Mr. Maffei served as President and Chief Financial Officer of Oracle Corporation, Chairman, President and Chief Executive Officer of 360networks Corporation, and Chief Financial Officer of Microsoft Corporation.	Until 2018
Evan D. Malone	Dr. Malone has served as a director of Liberty Interactive since August 2008. He has served as President of NextFab Studio, LLC, a high-tech workshop offering technical training, consulting, and product design and prototyping services, since June 2009 and has been an engineering consultant for more than the past five years. Since January 2008, Dr. Malone has served as the owner and manager of a real estate property and management	Until 2017

Directors	Biography	Length of Term
	company, 1525 South Street LLC. During 2008, Dr. Malone also served as a post-doctoral research assistant at Cornell University and an engineering consultant with Rich Food Products, a food processing company. Dr. Malone has served as co-owner and director of Drive Passion PC Services, CC, an Internet café, telecommunications and document services company, in South Africa since 2007 and served as an applied physics technician for Fermi National Accelerator Laboratory, part of the national laboratory system of the Office of Science, U.S. Department of Energy, from 1999 until 2001.	
John C. Malone (Chairman)	Mr. Malone has served as Chairman of the Board of Liberty Interactive, including its predecessors, since its inception in 1994 and served as Liberty Interactive's Chief Executive Officer from August 2005 to February 2006. Mr. Malone served as Chairman of the Board of TCI from November 1996 until March 1999, when it was acquired by AT&T, and as Chief Executive Officer of TCI from January 1994 to March 1997.	Until 2016
David E. Rapley	Mr. Rapley has served as a director of Liberty Interactive since July 2002, having previously served as a director during 1994. Mr. Rapley founded Rapley Engineering Services, Inc. (RESI) and served as its CEO and President from 1985 to 1998. Mr. Rapley also served as Executive Vice President of Engineering of VECO Corp. Alaska (a company that acquired RESI in 1998) from January 1998 to December 2001. Mr. Rapley served as the President and Chief Executive Officer of Rapley Consulting, Inc. from January 2000 to December 2014.	Until 2017
M. LaVoy Robison	Mr. Robison has served as a director of Liberty Interactive since June 2003. Mr. Robison served as the executive director of The Anschutz Foundation, a private foundation, from January 1998 to November 2010 and has served as a board member of that foundation since January 1998. He has also served as a deputy director of the American Museum of Western Art—The Anschutz Collection since February 2011. Prior to joining The Anschutz Foundation, he was a partner for over 25 years with KPMG, having served at one point as that firm's audit partner for our former parent, TCI.	Until 2018
Larry E. Romrell	Mr. Romrell has served as a director of Liberty Interactive since December 2011, having	Until 2017

Directors	Biography	Length of Term
	previously served as a director from March 1999 to September 2011. Mr. Romrell held numerous executive positions with TCI from 1991 to 1999. Previously, Mr. Romrell held various executive positions with Westmarc Communications, Inc.	
Mark Vadon	Mr. Vadon has been a director of Liberty Interactive since October 2015. He co-founded zulily, inc. and served as its Chairman of the Board from 2009 until September 2015. Mr. Vadon also founded Blue Nile, Inc., an internet retailer of diamonds and fine jewelry, and served as its Chairman of the Board from 1999 to 2013 and its Chief Executive Officer from 1999 to 2008. Prior to founding Blue Nile, Inc., Mr. Vadon was a consultant for Bain & Company, a management consulting firm, which he joined in 1992. He currently serves on the board of directors of The Home Depot, Inc. and is Chairman of the Board of Chewy.com, LLC, an internet retailer of pet food.	Until 2016
Andrea L. Wong	Ms. Wong has served as a director of Liberty Interactive since April 2010. Ms. Wong has served as President, International Production for Sony Pictures Television and President, International for Sony Pictures Entertainment since September 2011. She previously served as President and CEO of Lifetime Entertainment Services from 2007 to April 2010. Ms. Wong also served as an Executive Vice President with ABC, Inc., a subsidiary of The Walt Disney Company, from 2003 to 2007.	Until 2016

Brief Biographies of Directors of HSN, Inc.

Directors	Biography	Length of Term
William Costello	Mr. Costello has served as a member of the Board of Directors since August 2008. Until his retirement in March 2007, Mr. Costello served in a number of executive positions with QVC, Inc. He joined QVC as its Chief Financial Officer in November 1989, became President of QVC International in July 2001 and Chief Operating Officer in May 2002. Prior to joining QVC, Mr. Costello served as Chief Financial Officer, then Chief Operating Officer and a member of the board of directors of Best Products, a catalog showroom retailer. Prior to joining Best Products, Mr. Costello was a partner at KPMG LLP.	Until 2016
James M. Follo	Mr. Follo is Chairman of the Compensation Committee. Since January 2007, he has served as Senior Vice President and Chief Financial Officer of The New York Times Company, a diversified media company that includes newspapers and internet businesses. From July 1998 through March 2006, Mr. Follo served in various senior financial management positions at Martha Stewart Living Omnimedia, Inc., an integrated media and merchandising company, most recently as Chief Financial and Administrative Officer.	Until 2016
Mindy Grossman	Ms. Grossman has served as a member of our Board of Directors and Chief Executive Officer since August 2008. Commencing in April 2006 and through August 2008, she served as Chief Executive Officer of IAC Retailing, which consisted of HSN, Cornerstone Brands and two other IAC e-commerce businesses. Ms. Grossman joined IAC from Nike, Inc., the largest seller of athletic footwear and apparel in the world, where she served as Vice President and head of the company's global apparel business from October 2000 to March 2006. From October 1995 to October 2000, Ms. Grossman was President and CEO at Polo Jeans Company, then a licensee of Polo Ralph Lauren Corporation, and from October 1994 to October 1995, Vice President of New Business Development at Polo Ralph Lauren Corporation, a global leader in the design, marketing and distribution of premium lifestyle products. From September 1991 to October 1994, Ms. Grossman was President of the Chaps Ralph Lauren division of Warnaco's Menswear and	Until 2016

Directors	Biography	Length of Term
	Executive Vice President of Warnaco Menswear division. From June 1987 to September 1991, Ms. Grossman was Vice President of Sales and Merchandising at Tommy Hilfiger, a global apparel and retail company. Ms. Grossman serves on the board of directors of Bloomin' Brands, Inc., a holding company with a portfolio of restaurant concepts, as well as on the boards of the National Retail Federation and the U.S. Fund for UNICEF, and serves as the Chairman of the board of directors of the NRF Foundation, the non-profit arm of the National Retail Federation.	
Stephanie Kugelman	Ms. Kugelman has served as a member of our Board of Directors since August 2008. She currently serves as a principal of A.S.O., A Second Opinion, a brand consultancy firm that she founded in 2007 and since January 2015 as Vice Chairman at Solera Capital, a private equity firm. Prior to that, for 36 years and until her retirement in 2007, Ms. Kugelman was employed by Young & Rubicam, a marketing and communications company specializing in advertising, public relations, direct marketing and brand identity consulting. During her tenure at Young & Rubicam, Ms. Kugelman served in increasingly senior roles, most recently as Vice Chairman and Chief Strategic Officer from June 2001 to March 2007 and as Chairman and Chief Executive Officer of Young & Rubicam's New York office from May 1999 to May 2001. Ms. Kugelman continues to serve as a Vice Chairman Emeritus at Young & Rubicam. She is also a member of the board of directors of Whole Foods Market, Inc., the world's largest retailer of natural and organic foods, as well as Safe Horizon, a support and advocacy agency for victims of sexual and domestic violence, crime or trafficking.	Until 2016
Arthur C. Martinez	Mr. Martinez has served as the Chairman of the Board since August 2008. He retired in 2000 as Chairman of the Board, President and Chief Executive Officer of Sears Roebuck and Co., positions he held since 1995. From 1992 to 1995, he was Chairman and Chief Executive Officer of the former Sears Merchandise Group, the fourth largest broadline retailer with approximately 3,900 retail stores. From 1990 to 1992, Mr. Martinez served as Vice Chairman and a director of Saks Fifth Avenue, a fashion retail organization.	Until 2016

Directors	Biography	Length of Term
	<p>Mr. Martinez is currently a member of the boards of directors of Abercrombie & Fitch Co. and serves as executive chairman, American International Group, Inc., and International Flavors & Fragrances Inc. Mr. Martinez also previously served on the board of directors of Kate Spade and Company (formerly Fifth & Pacific Companies, Inc.), IAC/InterActiveCorp., or IAC and PepsiCo, Inc. In addition, Mr. Martinez serves as a Trustee of Greenwich Hospital, Northwestern University, Norton Museum of Art, the Chicago Symphony Orchestra and Maine Coast Heritage Trust.</p>	
Thomas J. McInerney	<p>Mr. McInerney has served as a member of the Board of Directors since August 2008. He is currently a private investor. From January 2003 through March 2012, Mr. McInerney held positions of increasing responsibilities with IAC, a leading internet company. From January 2005 through March 2012, Mr. McInerney served as Executive Vice President and Chief Financial Officer of IAC and, from January 2003 through December 2005, Mr. McInerney served as Chief Executive Officer of the retailing division of IAC (which included HSN and Cornerstone). Beginning in May 1999 and through January 2003, Mr. McInerney served as Executive Vice President and Chief Financial Officer of Ticketmaster and its predecessor company, Ticketmaster Online-Citysearch, Inc., a leading live entertainment ticketing and marketing company. Mr. McInerney also serves on the board of directors of Interval Leisure Group, Inc. and Yahoo! Inc.</p>	Until 2016
John B. (Jay) Morse, Jr.	<p>Mr. Morse has served as a member of the Board of Directors since December 2008. From November 1989 and until his retirement in December 2008, Mr. Morse served as Senior Vice President—Finance and Chief Financial Officer of The Washington Post Company (now known as Graham Holding Company), a diversified education and media company. He also served as President of Washington Post Telecommunications, Inc. and Washington Post Productions, Inc., both subsidiaries of The Washington Post Company. Prior to joining The Washington Post Company, Mr. Morse was a partner at PricewaterhouseCoopers where he worked with publishing/media companies and multilateral lending institutions for more than 17 years.</p>	Until 2016

Directors	Biography	Length of Term
	<p>Mr. Morse is currently a member of the board of directors of Host Hotels & Resorts Inc. (formerly Host Marriott Corporation) and AES Corporation. Mr. Morse also served as a Trustee and President of the College Foundation of the University of Virginia and is a former member of the Financial Accounting Standards Advisory Council (FASAC), an advisory group to the Financial Accounting Standards Board.</p>	
Matthew E. Rubel	<p>Mr. Rubel has served as a member of the Board of Directors since September 2013. He currently serves as a Senior Advisor with TPG Capital, a leading global private investment firm with over \$50 billion of capital under management. Until 2011, Mr. Rubel was the Chairman, President and Chief Executive Officer of Collective Brands, a leading retailer and marketer of lifestyle, fashion and performance brands. Mr. Rubel joined Collective Brands in 2005 as Chief Executive Officer and President. Mr. Rubel's extensive merchandising and retailing background includes serving as Chairman, President and CEO of Cole Haan from 1999 to 2005. Prior to that, Mr. Rubel served as Executive Vice President of J. Crew Group and CEO of Popular Club Plan. Mr. Rubel has led a number of other top brands, including as President and Chief Executive Officer of Pepe Jeans, USA, as well as managing Revlon Inc.'s prestige cosmetic brands as President of the Specialty Store Division. Mr. Rubel also served as Executive Vice President of Murjani International Ltd., where he was in charge of the Tommy Hilfiger businesses. Mr. Rubel is a member of the board of directors of SUPERVALU Inc. and serves as Chairman of its Leadership Development and Compensation Committee. Mr. Rubel is also a director and serves as Chairman of the Governance Committee for Hudson's Bay Company. Mr. Rubel previously served as Chairman and a director at Collective Brands, Inc. As a White House appointee, Mr. Rubel serves on the United States Trade Representative (USTR) Advisory Committee for Trade Policy and Negotiations.</p>	Until 2016
Ann Sarnoff	<p>Ms. Sarnoff has served as a member of the Board of Directors since December 2012. She currently serves as the Chief Operating Officer of BBC Worldwide North America, a broadcasting company that delivers high-quality, innovative and</p>	Until 2016

Directors	Biography	Length of Term
	<p>intelligent programming, and operates other businesses in North America including Television and Digital Program Sales, BBC.com, Home Entertainment, Licensing and Live Events. Ms. Sarnoff is responsible for the company's North American businesses, and has held that role since 2010. She also sits on the board and operating committee of BBC America, a newly-formed joint venture with AMC Networks. From 2006 until joining the BBC in 2010, Ms. Sarnoff was President of Dow Jones Ventures and Senior Vice President of Strategy for Dow Jones & Company, Inc. Previously, Ms. Sarnoff served for two years as Chief Operating Officer of the Women's National Basketball Association and spent ten years at Viacom Inc. where she ultimately became Chief Operating Officer for VH1 and Country Music Television. Ms. Sarnoff is currently vice-chair of the executive advisory board of the McDonough School of Business at Georgetown and the Harvard Business School Women's Association of New York. Ms. Sarnoff earned a Bachelor of Science degree from Georgetown University and a Masters in Business Administration from Harvard Business School. For the past few years, she was named one of the Most Powerful Women in Cable by CableFAX Magazine.</p>	
Courtnee Ulrich	<p>Ms. Ulrich has served as a member of the Board of Directors since May 2013. She is Vice President of Investor Relations for Liberty Interactive Corporation ("Liberty"), Liberty Media Corporation, Liberty Trip Advisor Holdings, Inc. and Liberty Broadband Corporation having joined Liberty in 2008. Prior to joining Liberty, Ms. Ulrich held executive level positions at Level 3 and New Global Telecom, or NGT, where she served as Chief Financial Officer. Prior to NGT, Ms. Ulrich received extensive transaction experience in mergers and acquisitions and the financial markets at FirstWorld Communications and at J.P. Morgan. Ms. Ulrich currently serves on the board of advisors of ACE Scholarships and oversees the LibertyGives Foundation.</p>	Until 2016

List of Documents Supporting Narrative Response
Liberty Interactive Corporation

Cited Document	Production Nos.	Information and Data Request
Form 8-K Current Report, filed by Liberty Interactive Corporation on May 29, 2015 and Exhibit	LIN-0000001-0000007	1(a)
Schedule 14A Proxy Statement HSN, Inc., filed April 6, 2015	LIN-0000008-0000105	2(c) and (e)
Form 10-K Annual Report for HSN, Inc., filed February 26, 2015	LIN0000106-0000229	2(h)
Form 10-K Annual Report for QVC, Inc., filed February 27, 2015	LIN0000230-0000355	2(c) and (e)

Submission Index Spreadsheet for Liberty Interactive Corporation Production

Matter: MB Docket No. 15-149; Applications of Charter Communications, Inc., Time Warner Cable Inc., and Advance/Newhouse Partnership for Consent to Transfer Control of Licenses and Authorizations

Custodian	Physical Media Name	Volume Name	Begin I.D. Number	End I.D. Number	Intentionally Left Blank	Number of Records	Number of Images	Number of Native Files	Number of Extracted/OCRed Text Files	Volume Size in GB	Date Produced
Public	LIN0001	LIN0001-0001	LIN-0000001	LIN-0000355		5	355	0	5		
TOTALS FOR THIS VOLUME						5	355	0	5	0.258	11/16/2015
GRAND TOTALS						5	355	0	5	0.258	